

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ALAN STEVENS, On Behalf of Himself and All
Others Similarly Situated,

Plaintiff,

V.

CITIGROUP, INC., CITIBANK, N.A., CHARLES PRINCE, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, PETER JOHNSON, ROBERTO HERNANDEZ RAMIREZ, ANDREW N. LIVERIS, ANNE MULCAHY, RICHARD D. PARSONS, JUDITH RODIN, ROBERT E. RUBIN, ROBERT L. RYAN, FRANKLIN A. THOMAS, THE PLANS ADMINISTRATION COMMITTEE OF CITIGROUP, INC., THE INVESTMENT COMMITTEE and JOHN DOES 1-30,

Defendants.

Civil Action No.: 07 Civ. 11156 (UA)

(Caption Continued)

**RESPONSE OF PLAINTIFF ALAN STEVENS TO THE GRAY AND TADROS
PLAINTIFFS' MOTION FOR (1) CONSOLIDATION, (2) APPOINTMENT OF LEAD
PLAINTIFFS AND LEADERSHIP STRUCTURE, AND (3) ENTRY OF [PROPOSED]
PRETRIAL ORDER NO. 1**

STEPHEN GRAY, individually and on behalf of
all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES PRINCE, THE
PLANS ADMINISTRATIVE COMMITTEE OF
CITIGROUP INC., THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1-20,

Defendants.

SHAUN ROSE, Individually and On Behalf of
All Others Similarly Situated,

Plaintiff,

vs.

CITIGROUP INC. CHARLES PRINCE, THE
PLANS ADMINISTRATIVE COMMITTEE OF
CITIGROUP, INC., THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1-10,

Defendants.

MEREDITH TRANBERG, individually and on
behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES PRINCE, THE
PLANS ADMINISTRATIVE COMMITTEE OF
CITIGROUP INC., THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1-20,

Defendants.

Civil Action No.: 07 Civ. 9790 (SHS)
(DCF)

Civil Action No.: 07 Civ. 10294 (DC)

Civil Action No.: 07 Civ. 10341 (UA)

(Caption Continued)

ANTON K. RAPPOLD, individually and on
behalf of all others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CITIBANK, N.A.,
CHARLES PRINCE, THE PLANS
ADMINISTRATIVE COMMITTEE OF
CITIGROUP INC., THE 401(k) INVESTMENT
COMMITTEE, and JOHN AND JANE DOES 1-
10,

Defendants.

SAMIER TADROS, On Behalf of All Others
Similarly Situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES O. PRINCE, C.
MICHAEL ARMSTRONG, ALAIN J.P.
BELDA, GEORGE DAVID, KENNETH T.
DERR, JOHN M. DEUTCH, ROBERTO
HERNANDEZ RAMIREZ, ANN DIBBLE
JORDAN, KLAUS KLEINFELD, ANDREW N.
LIVERIS, ANNE MULCAHY, RICHARD D.
PARSONS, JUDITH RODIN, ROBERT E.
RUBIN, FRANKLIN A. THOMAS, JOHN
DOES 1-20 (BEING CURRENT AND FORMER
MEMBERS OF THE PLANS
ADMINISTRATIVE COMMITTEE OF
CITIGROUP INC.) and JOHN DOES 21-40
(BEING CURRENT AND FORMER
MEMBERS OF THE INVESTMENT
COMMITTEE OF THE CITIGROUP INC.
401(K) PLAN),

Defendants.

Civil Action No.: 07 Civ. 10396 (UA)

Civil Action No.: 07 Civ. 10442 (UA)

(Caption Continued)

STEPHAN FIORINO, individually and on behalf of all
others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CITIBANK, N.A., CHARLES
PRINCE, THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC., THE 401(k)
INVESTMENT COMMITTEE, and JOHN DOES 1-20,

Defendants.

Civil Action No.: 07 Civ. 10458 (UA)

JAMES BOLLA, individually and on behalf of all
others similarly situated,

Plaintiff,

vs.

CITIGROUP INC., CITIBANK, N.A., CHARLES
PRINCE, THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC., THE 401(k)
INVESTMENT COMMITTEE, and JOHN DOES 1-20,

Defendants.

Civil Action No.: 07 Civ. 10461 (UA)

MARK GEROULO, individually, on behalf of the
CITIGROUP 401(k) Plan, the CITIBUILDER 401(k)
PLAN FOR PUERTO RICO, and all others similarly
situated,

Plaintiff,

vs.

CITIGROUP, INC., CITIBANK, N.A. THE PLAN
ADMINISTRATIVE COMMITTEE OF CITIGROUP,
INC., MICHAEL E. SCHLEIN, JOHN DOES 1-10,
THE CITIGROUP 401(k) PLAN INVESTMENT
COMMITTEE and JOHN DOES 10-20, C. MICHAEL
ARMSTRONG, ALAIN J.P. BELDA, GEORGE
DAVID, KENNETH T. DERR, JOHN M. DEUTCH,
ROBERTO HERNANDEZ, ANN DIBBLE JORDAN,
ANDREW N. LIVERIS, DUDLEY C. MECUM,
ANNE M. MULCAHY, RICHARD D. PARSONS,
ANDRALL E. PEARSON, CHARLES PRINCE,
JUDITH RODIN, ROBERT E. RUBIN, FRANKLN A.
THOMAS, SANFORD I. WEILL,

Defendants.

Civil Action No.: 07 Civ. 10472 (UA)

(Caption Continued)

STEVEN GOLDSTEIN, On Behalf Of Himself
and a Class of Persons Similarly Situated,

Plaintiff,

vs.

CITIGROUP, INC., THE PLANS
ADMINISTRATION COMMITTEE OF
CITIGROUP, INC., MICHAEL E. SCHLEIN,
CHARLES PRINCE, C. MICHAEL
ARMSTRONG; ALAIN J.P. BELDA; GEORGE
DAVID; KENNETH T. DERR; JOHN M.
DEUTCH; ROBERTO HERNANDEZ
RAMIREZ; ANDREW N. LIVERIS; ANNE
MULCAHY; RICHARD D. PARSONS; JUDITH
RODIN; ROBERT E. RUBIN; ROBERT L.
RYAN; AND FRANKLIN A. THOMAS, and
JOHN DOES 1-30,

Defendants.

Civil Action No.: 07 Civ. 11158 (UA)

CHRIS SOUTHARD, ON BEHALF OF ALL
OTHERS SIMILARLY SITUATED,

Plaintiff,

vs.

CITIGROUP INC., CHARLES O. PRINCE, C.
MICHAEL ARMSTRONG, ALAIN J.P.
BELDA, GEORGE DAVID, KENNETH T.
DERR, JOHN M. DEUTCH, ROBERTO
HERNANDEZ RAMIREZ, ANN DIBBLE
JORDAN, KLAUS KLEINFELD, ANDREW N.
LIVERIS, ANNE MULCAHY, RICHARD D.
PARSONS, JUDITH RODIN, ROBERT E.
RUBIN, ROBERT E. RUBIN, FRANKLIN A.
THOMAS, JOHN DOES 1-20 (BEING
CURRENT AND FORMER MEMBERS OF
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.) and JOHN
DOES 21-40 (BEING CURRENT AND
FORMER MEMBERS OF THE IVNESTMENT
COMMITTEE OF THE CITIGROUP INC.
401(K) PLAN),

Defendants.

Civil Action No.: 07 Civ. 11164 (UA)

(Caption Continued)

WILLIAM and PATRICIA WOODWARD,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs,

vs.

CITIGROUP INC., CHARLES PRINCE,
ROBERT E. RUBIN, C. MICHAEL
ARMSTRONG, ALAIN J.P. BELDA, GEORGE
DAVID, KENNETH T. DERR, JOHN M.
DEUTCH, ROBERTO HERNANDEZ
RAMIREZ, ANDREW N. LIVERIS, ANN
MULCAHY, RICHARD D. PARSONS, JUDITH
RODIN, ROBERT L. RYAN, FRANKLIN A
THOMAS, ANN DIBBLE JORDAN, KLAUS
KLEINFELD AND DUDLEY C. MECUM, and
JOHN AND JANE DOES 1-20,

Defendants.

Civil Action No.: 07 Civ. 11207 (UA)

Milberg Weiss LLP, counsel for plaintiff Alan Stevens in the above-captioned action, *Stevens v. Citigroup Inc., et al.*, (Civil Action No.: 07 Civ. 11156) hereby submits this response to the motion of the *Gray* and *Tadros* Plaintiffs for (1) Consolidation, (2) Appointment of Lead Plaintiffs and Leadership Structure, and (3) Entry of [Proposed] Pretrial Order No. 1 pending before the Court.

Plaintiff Stevens supports consolidation, the appointment of Plaintiffs Stephen Gray, Samier Tadros, and James Bolla as lead plaintiffs, the appointment of Harwood Feffer LLP and Wolf Popper LLP as co-lead counsel to prosecute the consolidated ERISA action, and the entry of [Proposed] Pretrial Order No. 1.

Dated: December 21, 2007

Respectfully submitted:

MILBERG WEISS LLP

/s/ Lori G. Feldman

Lori G. Feldman (LF-3478)

lfeldman@milbergweiss.com

Arvind Khurana (AK-3643)

akhurana@milbergweiss.com

One Pennsylvania Plaza

New York, NY 10119-0165

Telephone: (212) 594-5300

Facsimile: (212) 868-1229

Counsel for Plaintiff Alan Stevens

CERTIFICATE OF SERVICE

I, Arvind Khurana, an associate with the law firm Milberg Weiss LLP, hereby certify that I caused a true and correct copy of the following documents to be served with the Clerk of the Court using the CM/ECF system, which will send notifications of filing to the CM/ECF participants listed on the attached Service List, and caused all counsel listed on the Service List to be served by regular U.S. Mail on this 21st day of December 2007:

RESPONSE OF PLAINTIFF ALAN STEVENS TO THE GRAY AND TADROS PLAINTIFFS' MOTION FOR (1) CONSOLIDATION, (2) APPOINTMENT OF LEAD PLAINTIFFS AND LEADERSHIP STRUCTURE, AND (3) ENTRY OF [PROPOSED] PRETRIAL ORDER NO. 1.

/s/ Arvind Khurana

Arvind Khurana

SERVICE LIST

<u>Counsel for Plaintiffs:</u>	
Marian P. Rosner Robert Finkel Andrew Lencyk WOLF POPPER LLP 845 Third Avenue New York, NY 10022 (T) 212.759.4600 (F) 212.486.2093 <i>Attorneys for Plaintiffs Stephen Gray, Stephan Fiorino, and James Bolla</i>	Milo Silberstein DEALY & SILBERSTEIN, LLP 225 Broadway, Suite 1405 New York, NY 10007 (T) 212.385.0066 (F) 212.385.2117 <i>Attorneys for Plaintiff Shaun Rose</i>
Joseph H. Meltzer Edward W. Ciolko Mark K. Gyandoh Joseph A. Weeden SCHIFFRIN BARROWAY TOPAZ & KESSLER, LLP 280 King of Prussia Road Radnor, PA 19087 (T) 610.667.7706 (F) 610.667.7056 <i>Attorneys for Plaintiff Shaun Rose</i>	Jeffrey Squire BRAGAR WEXLER & EAGEL, P.C. 885 Third Avenue, Suite 3040 New York, NY 10022 (T) 212.308.5858 (F) 212.486.0462 <i>Attorneys for Plaintiff Meredith Tranberg</i>
Susan Salvetti Robert S. Schachter Justin M. Tarshis ZWERLING, SCHACHTER & ZWERLING, LLP 41 Madison Avenue New York, NY 10010 (T) 212.223.3900 (F) 212.371.5969 <i>Attorneys for Plaintiff Anton K. Rappold</i>	Robert I. Harwood Samuel K. Rosen HARWOOD FEFFER LLP 488 Madison Avenue New York, NY 10022 (T) 212.935.7400 (F) 212.753.3630 <i>Attorneys for Plaintiff Samier Tadros</i>

<p>Lionel Z. Glancy GLANCY BINKOW & GOLDBERG LLP 1801 Avenue of the Stars, Suite 311 Los Angeles, CA 90067 (T) 310.201.9150 (F) 310.201.9160</p> <p><i>Attorneys for Plaintiff Samier Tadros</i></p>	<p>Howard G. Smith LAW OFFICES OF HOWARD G. SMITH 3070 Bristol Pike, Suite 112 Bensalem, PA 19020 (T) 215.638.4847 (F) 215.638.4867</p> <p><i>Attorneys for Plaintiff Samier Tadros</i></p>
<p>Ann D. White ANN D. WHITE LAW OFFICES, P.C. One Pitcairn Place, Suite 2400 Jenkintown, PA 19046 (T) 215.481.0274 (F) 215.481.0271</p> <p><i>Attorneys for Plaintiff Stephan Fiorino</i></p>	<p>Ronen Sarraf Joseph Gentile SARRAF GENTILE LLP 485 Seventh Avenue, Suite 1005 New York, NY 10018 (T) 212.868.3610 (F) 212.918.7967</p> <p><i>Attorneys for Plaintiff Mark Geroulo</i></p>
<p>Robert A. Izard SCHATZ NOBEL IZARD P.C. 20 Church Street, Suite 1700 Hartford, CT 06103 (T) 860.493.6292 (F) 860.493.6290</p> <p><i>Attorneys for Plaintiff Mark Geroulo</i></p>	<p>Edwin J. Mills Howard T. Longman Michael T. Klein STULL, STULL & BRODY 6 East 45th Street New York, NY 10017 (T) 212.687.7230 (F) 212.490.2022</p> <p><i>Attorneys for Plaintiff Steven Goldstein</i></p>
<p>Thomas J. McKenna GAINEY & MCKENNA 295 Madison Avenue, 4th Floor New York, NY 10017 (T) 212.983.1300 (F) 201.689.9969</p> <p><i>Attorneys for Plaintiff Chris Southard</i></p>	<p>Lynda J. Grant Catherine A. Torell COHEN, MILSTEIN, HAUSFELD & TOLL, P.L.L.C. 150 East 52nd Street, 13th Floor New York, NY 10022 (T) 212.838.7797 (F) 212.838.7745</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p>

<p>Steven J. Toll Bruce F. Rinaldi COHEN, MILSTEIN, HAUSFELD & TOLL, P.L.L.C. 1100 New York Avenue, NW Suite 500 West Washington, DC 20005-3964 (T) 202.408.4600 (F) 202.408.4699</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p>	<p>Marc I. Machiz COHEN, MILSTEIN, HAUSFELD & TOLL, P.L.L.C. 1 South Broad Street, Suite 1850 Philadelphia, PA 19107 (T) 215.825.4016 (F) 215.825.4001</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p>
<p>Lynn L. Sarko Derek W. Loeser Erin M. Riley Tyler L. Farmer KELLER ROHRBACK L.L.P. 1201 Third Avenue, Suite 3200 Seattle, WA 98101-3052 (T) 206.623.1900 (F) 206.623.3384</p> <p><i>Attorneys for Plaintiffs William and Patricia Woodward</i></p>	

<u>Counsel for Defendants:</u>	
<p>Brad S. Karp Lewis R. Clayton Susanna M. Buergel Douglas M. Prayda PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP 1285 Avenue of the Americas New York, NY 10019-6064 (T) 212.373.3000 (F) 212.757.3980</p> <p><i>Attorneys for Defendants Citigroup Inc., Citibank, N.A., the Plans Administration Committee of Citigroup Inc., the 401(k) Plan Investment Committee, Peter Johnson, Charles O. Prince, Michael E. Schlein, and Sanford I. Weill</i></p>	<p>John F. Lynch Jonathan M. Moses Lawrence B. Pedowitz George T. Conway III WACHTELL, LIPTON, ROSEN & KATZ 51 West 53rd Street New York, NY 10019-6150 (T) 212.403.1000 (F) 212.403.2000</p> <p><i>Attorneys for Defendants Citigroup Inc., Citibank, N.A., C. Michael Armstrong, Alain J.P. Belda, George David, Kenneth T. Derr, John M. Deutch, Roberto Hernandez Ramirez, Ann Dibble Jordan, Klaus Kleinfeld, Andrew N. Liveris, Dudley C. Mecum, Anne Mulcahy, Richard D. Parsons, Judith Rodin, Robert E. Rubin, Robert L. Ryan, and Franklin A. Thomas</i></p>